

B 210A (Form 210A) (12/09)

**United States Bankruptcy Court
Southern District of New York**

In re Lehman Brothers Holdings Inc., et al., Debtors.

Case No. 08-13555 (JMP)
(Jointly Administered)

PARTIAL TRANSFER OF CLAIM OTHER THAN FOR SECURITY

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C. § 1111(a). Transferee hereby gives evidence and notice pursuant to Rule 3001(e)(2), Fed. R. Bankr. P., of the partial transfer, other than for security, of the claim referenced in this evidence and notice.

Anchorage Capital Master Offshore, Ltd.
Name of Transferee

Goldman Sachs Lending Partners LLC
Name of Transferor

Name and Address where notices to transferee should be sent:

Court Claim # (if known): 28104
Amount of Claim: \$29,000,000.00
Date Claim Filed: 9/22/09
Debtor: Lehman Brothers Special Financing Inc.

Anchorage Capital Master Offshore, Ltd.
c/o Anchorage Capital Group, L.L.C.
610 Broadway, 6th Floor
New York, New York 10012
Attention: Susan Moriello
Phone No.: 212-358-4247
Email: smoriello@anchoragecap.com

With a copy to:
Robert Scheininger
Sidley Austin LLP
787 Seventh Avenue
New York, NY 10019

I declare under penalty of perjury that the information provided in this notice is true and correct to the best of my knowledge and belief.

By: MICHAEL AGLIALORO
Executive Vice President
Name of Transferee/Transferee's Agent

Date: March 8, 2012

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 & 3571.

EVIDENCE OF PARTIAL TRANSFER OF CLAIM

For good and valuable consideration the receipt and sufficiency of which are hereby acknowledged, **Goldman Sachs Lending Partners LLC** ("Assignor") does hereby unconditionally and irrevocably sell, transfer and assign unto **Anchorage Capital Master Offshore, Ltd.** ("Assignee") a pro rata portion to the extent of \$29,000,000.00 of Assignor's rights, title and interest in and to the claims of Assignor docketed as Claim No. 28104 (such pro rata portion, the "Claim") against Lehman Brothers Special Financing Inc. (the "Debtor") whose Chapter 11 bankruptcy case is pending in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") (or any other court with jurisdiction over the bankruptcy proceedings) Chapter 11 Case No. 08-13555 (JMP) (Jointly Administered).

Assignor hereby waives any objection to the transfer of the Claim assigned herein (the "Assigned Claim") to Assignee on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Assignor acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Assignor transferring to Assignee the Assigned Claim and recognizing the Assignee as the sole owner and holder of the Assigned Claim. Assignor further directs the Debtor, the Bankruptcy Court and all other interested parties that all further notices relating to the Assigned Claim, and all payments or distributions of money or property in respect of the Assigned Claim, shall be delivered or made to the Assignee.

IN WITNESS WHEREOF, the undersigned has duly executed this Assignment of Claim by its duly authorized representative dated the 8th day of March, 2012.

ASSIGNOR: GOLDMAN SACHS LENDING PARTNERS LLC 	ASSIGNEE: ANCHORAGE CAPITAL MASTER OFFSHORE, LTD. By: Anchorage Capital Group, L.L.C., its Investment Manager  MICHAEL AGLIANDRO Executive Vice President
Name: Title: Jennifer Dokish Authorized Signatory	Name: Title: